

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* DOGGRELL HENRY PATTON			2. Issuer Name and Ticker or Trading Symbol GTX INC /DE/ [GTXI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) General Counsel and Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
3 N. DUNLAP STREET 3RD FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) MEMPHIS TN 38163								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2004		C		9,169 ⁽¹⁾	A	(2)	9,169	D	
Common Stock	02/06/2004		C		3,641 ⁽³⁾	A	(2)	3,641	I	By spouse
Common Stock	02/06/2004		P		1,000	A	\$14.5	4,641	I	By spouse
Common Stock	02/06/2004		C		877 ⁽⁴⁾	A	(2)	877	I	By trust
Common Stock	02/06/2004		C		877 ⁽⁴⁾	A	(2)	877	I	By trust
Common Stock	02/06/2004		P		1,000 ⁽⁵⁾	A	\$14.5	10,169	I	By son

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series E Preferred Stock	(6)	08/07/2003		P		1,236		(7)	(2)	Common Stock	10,506 ⁽⁸⁾	\$60.692	1,236	D	
Series E Preferred Stock	(6)	08/07/2003		P		412		(7)	(2)	Common Stock	3,502 ⁽⁸⁾	\$60.692	412	I	By spouse
Series E Preferred Stock	(6)	09/12/2003		G	V		200	(7)	(2)	Common Stock	1,700 ⁽⁸⁾	(2)	1,036	D	
Series E Preferred Stock	(6)	09/12/2003		G	V	100		(7)	(2)	Common Stock	850 ⁽⁸⁾	(2)	100	I	By trust
Series E Preferred Stock	(6)	09/12/2003		G	V	100		(7)	(2)	Common Stock	850 ⁽⁸⁾	(2)	100	I	By trust
Series E Preferred Stock	(6)	02/06/2004		C			1,036	(7)	(2)	Common Stock	9,169 ⁽¹⁾	(2)	0	D	
Series E Preferred Stock	(6)	02/06/2004		C			412	(7)	(2)	Common Stock	3,641 ⁽³⁾	(2)	0	I	By spouse
Series E Preferred Stock	(6)	02/06/2004		C			100	(7)	(2)	Common Stock	877 ⁽⁴⁾	(2)	0	I	By trust
Series E Preferred Stock	(6)	02/06/2004		C			100	(7)	(2)	Common Stock	877 ⁽⁴⁾	(2)	0	I	By trust
Employee Stock Option (Right to Buy)	\$6.24	09/01/2003		A		12,750		(9)	09/01/2013	Common Stock	12,750	(2)	12,750	D	

Explanation of Responses:

1. Includes 363 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
2. Not applicable.
3. Includes 139 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
4. Includes 27 shares of common stock issued in satisfaction of dividends accrued on the Series E Preferred Stock.
5. Shares are held in an account of which the reporting person is a joint owner and the reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
6. Conversion is based on an 8.5 for 1 ratio.
7. Is immediately exercisable.
8. Does not include additional shares of common stock issuable upon conversion of dividends accrued on the Series E Preferred Stock.
9. The option vests and is exercisable in 3 equal annual installments beginning on September 1, 2006.

Remarks:

[/s/ Henry P. Doggrell](#)

[02/06/2004](#)

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.